

21-39042

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

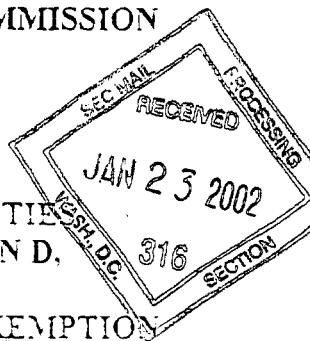
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FEB 11 2002

P THOMSON
FINANCIAL

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2002	
Estimated average burden hours per response... 1	

U.S. POST OFFICE
DELAYED

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Partially Convertible Debentures (\$1,000,000 to \$5,000,000)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☒ ULOE

Type of Filing: ☒ New Filing ☐ Amendment



02011775

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

General Management Services, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code) P. O. Box 457 1443 First Avenue South (304) 768-4307
Institute, WV 25112

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)
(if different from Executive Offices)

Brief Description of Business Issuer provides financial, management and administrative services to its subsidiaries (which engage in industrial cleaning, construction and related services using high-pressure water cleaning and demolition units, and related Type of Business Organization)

☒ corporation ☐ limited partnership, already formed ☐ other (please specify): services
☐ business trust ☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0] 1 [8] 1 [X] Actual [] Estimated
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction) [W] [V]

GENERAL INSTRUCTIONS**Federal:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner
 Also Executive Officer of Subsidiaries

Full Name (Last name first, if individual)

Clark, Fred D.

Business or Residence Address (Number and Street, City, State, Zip Code)

P. O. Box 457, 1443 First Avenue, South, Institute, WV 25112Check Box(es) that ☐ Promoter ☐ Beneficial ☒ Executive ☒ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
PartnerAlso Executive Officer of Subsidiaries

Full Name (Last name first, if individual)

Dawson, Larry L.

Business or Residence Address (Number and Street, City, State, Zip Code)

P. O. Box 457, 1443 First Avenue, South, Institute, WV 25112Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
PartnerAlso, Executive Officer of Subsidiaries

Full Name (Last name first, if individual)

Guthrie, Carl

Business or Residence Address (Number and Street, City, State, Zip Code)

(C/O IVS) Route 2 North, Waverly, WV 26184Check Box(es) that ☐ Promoter ☐ Beneficial ☒ Executive ☒ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
Partner

Full Name (Last name first, if individual)

Romine, Joseph

Business or Residence Address (Number and Street, City, State, Zip Code)

219 Wedgefield Crossing, Savannah, GA 31402Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☐ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☐ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☐ Director ☐ General and/or
Apply: ☐ Owner ☐ Officer ☐ Managing
Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[x] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$10,000

3. Does the offering permit joint ownership of a single unit?..... Yes No
[] [x]*

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A (No commissions or other remuneration for solicitation of

Full Name (Last name first, if individual) purchasers. This is a direct offering)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

*/ / Generally, no. If, however, applicable definitions of "purchaser" would treat joint owners as a single "purchaser," then in that circumstance, the Issuer reserves the right to allow joint ownership of a single \$10,000 unit.

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price *	Amount Already Sold
Debt <u>Partially</u> <u>Convertible</u> <u>Debentures</u> ¹	\$ <u>5,000,000</u>	\$ <u>20,000</u>
Equity	\$ <u>N/A</u>	\$ <u>N/A</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) (As above)...	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>5,000,000</u>	\$ <u>20,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

* Maximum is \$5,000,000
(Minimum is \$1,000,000)

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>2</u>	\$ <u>20,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>Partially</u>	
Regulation A	<u>Convertible Debentures</u>	\$ <u>20,000</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>As above</u>	\$ <u>20,000</u>

¹ Convertible only in the event of a registered public offering of Class A Common Stock; Only 40% of the principal par amount may be converted into registered Class A Common Stock in connection with such SEC-Registered offering (if any) of Class A Common.

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. SEE NOTE 1 (ATTACHED)

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$ 3,000
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 4,200
Legal Fees	<input checked="" type="checkbox"/> \$ 5,000
Accounting Fees	<input checked="" type="checkbox"/> \$ 5,000
Engineering Fees	<input type="checkbox"/> \$ N/A
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ N/A
Other Expenses (identify) Miscellaneous (BlueSky filing fees, postage, etc.)	<input checked="" type="checkbox"/> \$ 2,500
Total SEE NOTE 1	<input checked="" type="checkbox"/> \$ 99,700

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." SEE NOTES 1 AND 2 \$ _____

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

SEE NOTES 3, 4 AND 5 (ATTACHED)

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate SEE NOTE 3	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment SEE NOTE 3	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 100,000
Construction or leasing of plant buildings and facilities SEE NOTE 3	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 25,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) SEE NOTES 3, 4 AND 5	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 4000,300
Repayment of indebtedness SEE NOTE 3	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 100,000
Working capital SEE NOTE 3	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 175,000
Other (specify): Sinking Fund (10% of Proceeds) SEE NOTE 3 (ATTACHED)	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 500,000
.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals SEE NOTES 3, 4 AND 5	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 4900,300
Total Payments Listed (column totals added) SEE NOTES 3, 4 AND 5	<input checked="" type="checkbox"/> \$ _____	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer

NOTES TO FORM D

Dated November 15, 2001

(Partially Convertible Debentures: General Management Services, Inc., Issuer)

NOTE 1: The Issuer (General Management Services, Inc.) is using its own funds to pay all expenses in connection with the issuance and distribution of the Partially Convertible Debentures. Thus, proceeds are not being used to pay such expenses. **Accordingly, although we itemize such estimated expenses in response to Question 4a (page 6 of 9) on this Form D, such expenses will not reduce proceeds to the issuer.**

NOTE 2: The proceeds available to the Issuer would be \$5,000,000 in the event of the maximum offering (\$1,000,000 in the event of the minimum offering). See Note 1 above.

NOTE 3: As to use of proceeds, 10% of proceeds are required to be placed into a Sinking Fund (\$500,000 in the event of the maximum offering). Under the terms of the offering, the Issuer may use the proceeds for any combination of the following purposes (although the primary anticipated purposes are for acquisitions and working capital):

(a) to pay costs of acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for assets or securities of another business);


(b) to pay, reimburse and/or refinance past and/or future costs of expansion and growth including the establishment of new offices (such costs include, without limitation, the purchase, rental or leasing costs of machinery, equipment, buildings, real estate and/or facilities); and/or

(c) proceeds may be used for working capital purposes or to provide a working capital reserve.

NOTE 4: The payments to others listed in response to Question 5 on this Form D (page 6 of 9) are estimated uses of proceeds, assuming a maximum offering of \$5,000,000. Apart from the required 10% of proceeds that must to go into the Sinking Fund, the other estimated uses listed in response to Question 5 on this Form D (page 6 of 9) are **subject to change, and will almost certainly differ from the estimates given here, as explained in Note 3 above**

Note 5: As explained in Note 2 above, the Issuer is using its own funds to pay expenses of the offering, so that proceeds will be \$5,000,000 in the event of a maximum offering (rather than the \$4,900,300 listed in response to Question 4b on this Form D) would be available for the permitted uses as explained in Note 3 above. Accordingly, another \$99,700 should be added to the \$4,000,300 estimate for acquisition of other businesses.

to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) GENERAL MANAGEMENT SERVICES, INC.	Signature 	Date 1/5/02
Name of Signer (Print or Type) LARRY L. DAWSON	Title of Signer (Print or Type) DIRECTOR, ASST. SECRETARY, PRINCIPAL CONTACT FOR THIS OFFERING	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No
of such rule? [] []

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed